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COUPA SOFTWARE INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
(SAN FRANCISCO DIVISION)

ARIBA, INC.,

Plaintiff,

v.

COUPA SOFTWARE INC.,

Defendant.

Case No. 3:12-cv-01484 WHO

**ADMINISTRATIVE MOTION TO FILE
UNDER SEAL COUPA SOFTWARE,
INC.'S MOTION FOR SUMMARY
JUDGMENT OF NON-INFRINGEMENT
AND RELATED EXHIBITS**

Pursuant to Civil Local Rule 79-5 and Judge Orrick's June 2014 Standing Order on Administrative Motions to File Under Seal, Defendant Coupa Software, Inc. ("Coupa") hereby moves for leave to file certain documents and portions of other documents under seal.

Coupa has reviewed and complied with this Court's June 2014 Standing Order on Administrative Motions to File Under Seal. [Declaration of Enrique D. Duarte In Support of Motion to Seal, at ¶ 2.] Coupa has further reviewed and complied with Civil Local Rule 79-5. [Id. at ¶ 3.]

Coupa moves the Court for leave to file under seal portions of the following documents:

- Coupa's Motion for Summary Judgment of Non-Infringement ("Motion for Summary Judgment")
- Exhibits C, E, F, G, H, N, S, and T to the Declaration of Enrique D. Duarte In Support of the Motion for Summary Judgment ("Duarte Decl.")

In addition, Coupa moves to file under seal the following documents in their entirety:

- Exhibits I, J, M, and U to the Duarte Decl.

The entity that has designated the materials to be sealed or redacted is Coupa Software, Inc.

Pursuant to this Court's Standing Order, the basis for sealing each document or portion of a document is identified in the chart below:

Document	Basis for Sealing
Coupa's Motion	The portions submitted under seal reveal Coupa's confidential internal names for the versions of its source code and the identity of a Coupa customer. Disclosure of the internal names may harm Coupa's competitive advantage because it identifies the number of source code versions Coupa has generated to date, and competitors may attempt to use that information to their advantage when marketing and selling against Coupa. Disclosure of the Coupa customer, in combination with how that customer uses the product (which is not being redacted), may significantly harm Coupa's competitive advantage because competitors can use that information to take that customer's business away from Coupa.
Exhibit C to Duarte Decl.	Exhibit C is the cover pleading for Ariba's Amended Disclosure of Asserted Claims and Infringement Contentions, as served on December 23, 2013. The portions submitted under seal reveal Coupa's confidential internal names for the versions of its source code. Disclosure of this information may harm Coupa's competitive advantage because it identifies the number of source code versions Coupa has generated to date, and competitors may attempt to use that information to their advantage when marketing and selling against Coupa.

Exhibit E to Duarte Decl.	Exhibit E is a summary of evidence that includes excerpts from Exhibits I, J, K, L and M. The excerpts from Exhibits I, J, and M have been redacted for the reasons identified below corresponding to those Exhibits.
Exhibit F to Duarte Decl.	Exhibit F is an excerpt from Coupa's Fifth Supplemental Response to Ariba's First Set of Interrogatories. The portions submitted under seal reveal Coupa's confidential internal names for the versions of its source code, the dates each version was first made available to customers, and the relationship between different versions of Coupa's source code. Disclosure of this information may harm Coupa's competitive advantage because competitors may attempt to use it to their advantage when marketing and selling against Coupa.
Exhibit G to Duarte Decl.	Exhibit G consists of excerpts from the May 22, 2014, Deposition Transcript of David Williams. The portions submitted under seal reveal testimony concerning the structure, contents and operation of Coupa's source code, the names of Coupa customers, and information concerning monetary and time costs concerning an implementation attempt. Disclosure of this information may significantly harm Coupa because competitors can use it to target Coupa's customers and to understand the internal operation of Coupa's products.
Exhibit H to Duarte Decl.	Exhibit H consists of excerpts from the May 28, 2014, Deposition Transcript of Ravi Thakur. The portions submitted under seal reveal testimony concerning the names of Coupa's various customers, the internal systems used by third-parties, the percentage of Coupa customers using the product in a certain manner, the identity of Coupa employees responsible for various tasks, internal Coupa organizational information, the identity of certain source code used by Coupa, and information on how Coupa prices its products. Disclosure of this information may significantly harm Coupa because competitors can use it to target Coupa's customers, to understand the internal working of Coupa's products, to try and strategically recruit Coupa employees, and to understand how to change the pricing strategy of their own products to better compete against Coupa.
Exhibit I to Duarte Decl.	Exhibit I is a copy of Coupa's Enterprise Edition User

	Guide that is only made available pursuant to a non-disclosure agreement. Disclosure of this document would harm Coupa's competitive position in the marketplace because it describes in detail the operation of Coupa's product that is not otherwise available to competitors.
Exhibit J to Duarte Decl.	Exhibit J is a copy of Coupa's Procurement Best Practices that is only made available pursuant to a non-disclosure agreement. Disclosure of this document would harm Coupa's competitive position in the marketplace because it describes in detail the operation of Coupa's product and how Coupa recommends that customers use it, and is information that is not otherwise available to competitors.
Exhibit M to Duarte Decl.	Exhibit M is a copy of Coupa's Compliance Overview that is only made available pursuant to a non-disclosure agreement. Disclosure of this document would harm Coupa's competitive position in the marketplace because it describes Coupa's recommended best practices on how to use Coupa, and is information that is not otherwise available to competitors.
Exhibit N to Duarte Decl.	Exhibit N consists of excerpts from the Jan. 17, 2014, Deposition Transcript of Ravi Thakur. The portions submitted under seal reveal testimony concerning the names of Coupa's various customers, the internal systems used by third-parties, the number of Coupa's partners, information concerning Coupa source code, and the percentages of customers using a certain integration. Disclosure of this information may significantly harm Coupa because competitors can use it to target Coupa's customers, and to better market their products against Coupa.
Exhibit S to Duarte Decl.	Exhibit S consists of excerpts from Exhibit A to Ariba's Amended Disclosure of Asserted Claims and Infringement Contentions, as served on December 23, 2013. The portions submitted under seal reveal Coupa's confidential internal names for the versions of its source code, various source code file names, the contents and/or operation of various source code files, and the identity of Coupa customers and/or potential customers. Source code is regularly recognized as highly valuable and protectable as a trade secret, and the disclosure of the material submitted under seal would significantly harm Coupa by giving competitors insight into Coupa's secret source code. Disclosure of

	Coupa's customers would harm Coupa because competitors can use it to target its customers.
Exhibit T to Duarte Decl.	Exhibit T is a copy of Ariba's response to Coupa's Third Set of Interrogatories (No. 11). The portions submitted under seal reveal various source code file names and the contents and/or operation of various source code files. Source code is regularly recognized as highly valuable and protectable as a trade secret, and the disclosure of the material submitted under seal would significantly harm Coupa by giving competitors insight into Coupa's secret source code.
Exhibit U to Duarte Decl.	Exhibit U is a printout created by Ariba's outside counsel from the Coupa On-Line Help that is only available to customers and not otherwise provided to Coupa's competitors. This document discloses various settings available within Coupa's software that if publicly disclosed would harm Coupa's competitive position because competitors would become informed on what features and/or capabilities they can offer to compete against Coupa.

Because Coupa seeks to seal portions of its summary judgment motion and exhibits in support of the same, the appropriate standard to apply for sealing is the "compelling reasons" standard. *Kamakana v. City and Cnty. of Honolulu*, 447 F.3d 1172, 1180 (9th Cir. 2006) ("compelling reasons" must be shown to seal judicial records attached to a dispositive motion"). For the reasons described above, and as supported by the accompanying Declaration of Enrique Duarte, the documents or portions thereof sought to be sealed are "privileged, protectable as a trade secret or otherwise entitled to protection under the law." Civil L.R. 79-5(b). Coupa's request is "narrowly tailored to seek sealing only of the sealable material" designated by Coupa (see Civil L.R. 79-5(b)), and the public will otherwise have access to all the non-confidential information. Thus, Coupa respectfully submits that there are compelling reasons to maintain the confidentiality of the material identified above, and accordingly requests that the Court grant this administrative motion.

Dated: June 18, 2014

FISH & RICHARDSON P.C.

By: /s/ Enrique D. Duarte
Enrique D. Duarte

Attorneys for Defendant
COUPA SOFTWARE INC.

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